

GATX

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

0-220A003

LAW DEPARTMENT

RECORDATION NO.

FILED 1425

AUG 8 1990 -9 35 AM

August 1, 1990

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

RE: General American Transportation Corporation
Equipment Trust Series 74

Gentlemen:

Enclosed herewith are three signed copies of a Supplemental Agreement dated as of May 15, 1990, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$15.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on December 13, 1976 under Recordation No. 8607-H

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Continental Bank, National Association
30 N. La Salle Street
Chicago, IL 60697
Attention: Russell Bergman

General American Transportation Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: W. C. Andrews

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso

Janice M. Alonso
Assistant Secretary

Carolee P. May a Oct

RECORDED
AUG 10 9 23 AM '90

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 74

RECORDATION NO. 8607-H

FILED 1428

AUG 8 1990 9 55 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 15, 1990

TO EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 1, 1976

BY AND BETWEEN

CONTINENTAL BANK, NATIONAL ASSOCIATION, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of May 15, 1990 by and between Continental Bank, National Association, as Trustee, and General American Transportation Corporation, a New York Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of December 1, 1976 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 74, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 13, 1976, Recordation No. 8607; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

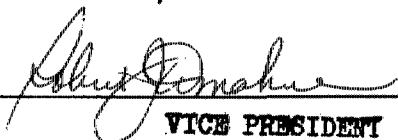
NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of May 15, 1990.

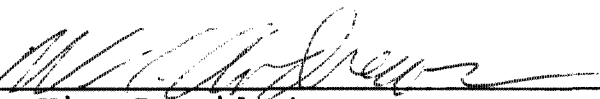
CONTINENTAL BANK, NATIONAL
ASSOCIATION, TRUSTEE

By: 
VICE PRESIDENT

ATTEST:


TRUST OFFICER

GENERAL AMERICAN TRANSPORTATION
CORPORATION

By: 
Vice President

ATTEST:

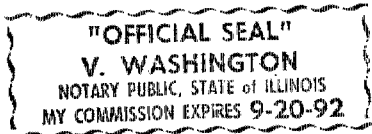

Assistant Secretary

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 30th day of July 1990, before me personally appeared Robert J. Donahue, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Continental Bank, National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



V. Washington
Notary Public

* * * * *

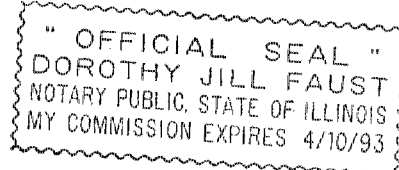
STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On May 15, 1990, before me personally appeared W. C. Andrews, to me personally known, who, being by me duly sworn, said that he is Vice President of General American Transportation Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy Jill Faust
Notary Public



SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 74
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 105A300-W	33,500	GATX 47854.	\$36,424.00	\$42,526.00	\$ 42,526.00	5-1976	5-1976
1 Tank Car	DOT 105A500-W	17,300	GATX 46581.	34,853.00	41,116.00	41,116.00	10-1975	10-1975
1 Tank Car	DOT 105A500-W	17,300	GATX 48302.	36,962.00	43,154.00	43,154.00	10-1976	10-1976
1 Tank Car	DOT 111A100-W-1	16,500	GATX 48764.	33,080.00	36,684.00	36,684.00	2-1977	2-1977
1 Tank Car	DOT 111A60-W-1	20,000	GATX 22516.	33,438.00	37,081.00	37,081.00	1-1977	1-1977
1 Tank Car	DOT 111A60-W-1	20,000	GATX 26303.	32,091.00	37,467.00	37,467.00	5-1976	5-1976
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 47767.	33,026.00	39,981.00	39,981.00	2-1977	2-1977
2 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 76008, 76023.	34,465.00	35,093.00	70,186.00	5-1976	5-1976
2 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 76086, 76096.	34,465.00	35,093.00	70,186.00	6-1976	6-1976
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 76183.	34,465.00	35,093.00	35,093.00	7-1976	7-1976
12						\$453,474.00		

SCHEDULE II
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 74
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 111A60-W-1	12,500	GATX 21461.	\$40,063.00	\$41,120.00	\$ 41,120.00	10-1980	10-1980
1 Tank Car	DOT 111A100-W-1	17,000	GATX 58059.	46,703.00	47,934.00	47,934.00	10-1980	10-1980
2 Tank Cars	DOT 111A100-W-1	13,500	GATX 69350, 69352.	43,208.00	44,347.00	88,694.00	10-1980	10-1980
3 Tank Cars	DOT 111A100-W-1	20,000	GATX 36521, 36524, 36525.	44,622.00	45,799.00	137,397.00	11-1980	11-1980
1 Tank Car	DOT 111A100-W-1	18,000	GATX 58104.	46,703.00	47,934.00	47,934.00	11-1980	11-1980
2 Tank Cars	DOT 111A100-W-1	22,000	GATX 66442, 66444.	48,717.00	45,307.00	90,614.00	11-1980	11-1980
10						\$453,693.00		